

2. THAT paragraph 11 of the Revised Order of Registration of Bally Manufacturing Corporation entered on April 16, 1987, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"11. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, and as provided in paragraphs 9, 10, 18 and 19 herein, neither Bally Manufacturing Corporation, nor any person controlling, controlled by, or under common control with Bally Manufacturing Corporation, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission."

3. THAT the Revised Order of Registration of Bally Manufacturing Corporation entered on April 16, 1987, is hereby amended by adding thereto the following new paragraphs:

"18. THAT Bally Manufacturing Corporation is granted approval to participate in gaming operations in Great Britain through the operation of a gaming device route, while continuing its gaming operations in the State of Nevada through its affiliated companies."

"19. THAT the approval granted in paragraph 18 above is specifically conditioned as follows:

a. That Bally Manufacturing Corporation ("Bally") and K.G.N. Leisure Limited shall receive all licenses and approvals from The Gaming Board for Great Britain ("GBGB") and the appropriate local authorities necessary to participate in and conduct gaming device route operations in Great Britain.

b. That the following information shall be reported in writing to the Board by Bally within 30 days after the end of each quarter

regarding the occurrence or absence of the following:

(1) Any changes in ownership or control of any interest in K.G.N. Leisure Limited or its gaming route operation;

(2) Any changes in K.G.N. Leisure Limited's officers, directors, or key personnel earning £22,500 or more annually, or its equivalent;

(3) All gaming related complaints, disputes, orders to show cause, and disciplinary actions instituted by the GBGB or the appropriate local authorities involving Bally or K.G.N. Leisure Limited, and any officer, director or key personnel thereof. This must include, but not be limited to, all matters, contested or not, in which the GBGB presides or is a party thereto;

(4) All arrests made of employees of Bally or K.G.N. Leisure Limited involving gaming cheating or theft in Great Britain. The report must include the name, position, charge, arresting agency, and a brief description of the event;

(5) All arrests or convictions of officers, directors, and key employees of Bally or K.G.N. Leisure Limited in Great Britain, regarding offenses which would constitute a gross misdemeanor or felony in the State of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event; and

c. That the approval granted relates solely to the approval which was voluntarily sought and received and does not involve any exercise of Nevada regulatory jurisdiction over the entity pertaining to these operations and activities. Bally shall ensure that no representation shall be made by itself or K.G.N. Leisure Limited, directly or indirectly, that such operations are within the regulatory control of the State of Nevada or any agency thereof.

d. That Bally shall engage the services of an independent public accounting firm of good standing and reputation to perform a certified audit (or reasonable equivalent) of K.G.N. Leisure Limited's operations for the purpose of rendering an opinion, and shall provide the Board with a copy of all audited or reviewed annual financial statements for K.G.N. Leisure Limited, within 120 days after its fiscal year end.

e. That Bally shall submit to the Board a copy of the prescribed system of accounting and internal controls, and any changes thereto, for K.G.N. Leisure Limited.

f. That Bally shall maintain at its principal offices in Nevada those detailed financial records maintained in the ordinary course of accounting for its investment in the gaming device route operations in Great Britain. In addition, Bally shall also maintain at such offices in Nevada records of ownership pertaining to Bally's investment in the gaming device route operations in Great Britain. Specifically, copies of the following documents related to K.G.N. Leisure Limited shall be maintained:

- (1) Certified copy of the articles of incorporation or its equivalent and any amendments;
- (2) Bylaws or its equivalent and any amendments;
- (3) A list of current officers and directors and any changes;
- (4) Minutes of all meetings of stockholders and directors;
- (5) A listing of each stockholder's name, address, number of shares held and date shares were acquired;

(6) A record of all transfers of the stock of K.G.N. Leisure Limited; and

(7) A record of all amounts paid to K.G.N. Leisure Limited for issuance of stock and other capital contributions, and all loans made to K.G.N. Leisure Limited.

Such records of accounting and ownership must be retained by Bally within Nevada for at least five (5) years after they are made and must be made available for inspection to agents of the Board immediately upon request.

g. That Bally shall provide to the Board access to all files, books, records, photographs, and memoranda related to the subject foreign gaming operations, and provide copies of said documents when requested, and provide immediate access to all gaming-related areas thereof under the control of K.G.N. Leisure Limited, to Board employees or agents upon request.

h. The Board may, in its sole discretion and at Bally's expense, conduct other on site inspections of the subject foreign gaming operations, in conformance with the provisions of the laws of Great Britain and the legal rights of the gaming device route location owners.

i. That Bally shall comply with any additional reporting requirements as may be imposed by the Board."

4. THAT except as expressly modified by this Amendment No. 3 to Revised Order of Registration, or other Commission action, all other terms and conditions of the Revised Order of Registration of Bally Manufacturing Corporation entered

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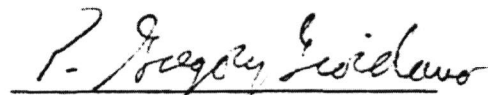
on April 16, 1987, and of Amendments Nos. 1 and 2 thereto entered on July 27, 1989, and June 21, 1990, respectively, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 30th day of August, 1990.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

Submitted by:


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 
Neil Friedman
Deputy Attorney General
Gaming Division